

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
 W. R. GRACE & CO., et al.,¹) Case No. 01-1139 (JKF)
) Jointly Administered
 Debtors.)

Objection Date: April 4, 2012

Hearing Deadline: to be scheduled, if necessary

**SIXTY-SECOND MONTHLY FEE APPLICATION OF NORTON ROSE CANADA LLP²
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION FOR THE PERIOD FROM
FEBRUARY 1, 2012 THROUGH FEBRUARY 29, 2012**

Name of Applicant:	Norton Rose Canada LLP ("NR")
Authorized to Provide Professional Services to:	W.R. Grace & Co., et al., Debtors and Debtors in Possession
Date of Retention:	Retention Order entered and effective as of December 18, 2006
Period for which Compensation and Reimbursement is Sought:	February 1, 2012 to February 29, 2012
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$9,475.00

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food' N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a. British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² Ogilvy Renault LLP joined the Norton Rose Group on June 1, 2011 to continue as Norton Rose OR LLP. On January 1, 2012 Macleod Dixon joined Norton Rose Group and as such Norton Rose OR LLP and Macleod Dixon have changed their names to continue as Norton Rose Canada LLP.

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Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary	\$279.00
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This is a: ☒ monthly ☐ interim ☐ final application.

The total time expended for preparation of this fee application is approximately two (2) hours and the corresponding estimated compensation requested is approximately \$420.00³. This is NR's monthly application for interim compensation of services for the interim fee period February 1, 2012 to February 29, 2012 (the "Fee Period").

PRIOR APPLICATIONS FILED

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees ⁴	Approved Expenses
03/16/07	10/17/06-01/31/07	\$102,612.50	\$665.48	\$82,090.00	\$665.48
04/24/07	02/01/07-02/28/07	\$45,825.50	\$328.67	n/a	\$328.67
05/10/07 ⁵	02/01/07-02/28/07	\$97.50	\$0.00	\$36,738.40	n/a
05/10/07	03/01/07-03/31/07	\$57,662.00	\$5,125.70	\$46,129.60	\$5,125.70
06/08/07	04/01/07-04/30/07	\$47,014.00	\$1,540.51	\$37,611.20	\$1,540.51
06/27/07	05/01/07-05/31/07	\$21,853.00	\$296.98	\$17,482.40	\$296.98
08/03/07	06/01/07-06/30/07	\$34,799.00	\$2,223.81	\$27,839.20	\$2,223.81
08/28/07	07/01/07-07/31/07	\$85,426.50	\$206.43	\$68,341.20	\$206.43
09/24/07	08/01/07-08/31/07	\$74,819.50	\$335.00	\$59,855.60	\$335.00
11/08/07	09/01/07-09/30/07	\$104,938.00	\$104,661.80	\$83,950.40	\$104,661.80
11/20/07	10/01/07-10/31/07	\$87,103.50	\$488.03	\$69,682.80	\$488.03
01/11/08	11/01/07-11/30/07	\$77,944.00	\$6,166.86	\$62,355.20	\$6,166.86
01/28/08	12/01/07-12/31/07	\$8,348.50	\$99.93	\$6,678.80	\$99.93
02/28/08	01/01/08-01/31/08	\$10,198.50	\$88.70	\$8,158.80	\$88.70

³ The actual number of hours expended preparing this Application and the corresponding compensation requested will be set forth in NR's subsequent fee applications.

⁴ The "Approved Fees" amount represents 80% of the fees requested by NR.

⁵ This application was filed as a "corrected" second monthly fee application to replace and correct errors related to the amount of compensation sought pursuant to the original second monthly fee application (the "Original Second Monthly") filed on April 24, 2007. The corrected second monthly fee application requests an additional \$97.50 on top of what was requested in the Original Second Monthly.

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Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees⁴	Approved Expenses
04/01/08	02/01/08-02/29/08	\$24,299.50	\$449.80	\$19,439.60	\$449.80
04/24/08	03/01/08-03/31/08	\$45,098.50	\$1,296.53	\$36,078.80	\$1,296.53
05/15/08	04/01/08-04/30/08	\$50,569.50	\$2,757.72	\$40,455.60	\$2,757.72
06/20/08	05/01/08-05/31/08	\$87,505.50	\$1,965.87	\$70,004.40	\$1,965.87
07/31/08	06/01/08-06/30/08	\$64,835.50	\$316.78	\$51,868.40	\$316.78
08/26/08	07/01/08-07/31/08	\$56,187.00	\$76.66	\$44,949.60	\$76.66
09/22/08	08/01/08-08/31/08	\$107,954.50	\$573.95	\$86,363.60	\$573.95
10/31/08	09/01/08-09/30/08	\$223,082.00	\$3,009.77	\$178,465.60	\$3,009.77
11/18/08	10/01/08-10/31/08	\$46,804.00	\$566.87	\$37,448.20	\$566.87
01/06/09	11/01/08-11/30/08	\$18,141.00	\$293.58	\$14,512.80	\$293.58
01/29/09	12/01/08-12/31/08	\$5,222.00	\$101.31	\$4,177.00	\$101.31
02/19/09	01/01/09-01/31/09	\$7,232.00	\$34.48	\$5,785.60	\$34.48
03/19/09	02/01/09-02/28/09	\$20,934.00	\$217.02	\$16,747.20	\$217.02
04/16/09	03/01/09-03/31/09	\$29,166.00	\$674.25	\$23,332.80	\$674.25
06/02/09	04/01/09-04/30/09	\$18,798.50	\$37.33	\$15,038.80	\$37.33
06/16/09	05/01/09-05/31/09	\$5,743.00	\$28.75	\$4,594.40	\$28.75
07/22/09	06/01/09-06/30/09	\$8,340.50	\$145.70	\$6,672.40	\$145.70
08/21/09	07/01/09-07/31/09	\$15,320.52	\$200.52	\$12,256.42	\$200.52
09/23/09	08/01/09-08/31/09	\$3,558.00	\$57.51	\$2,846.40	\$57.51
10/26/09	09/01/09-09/30/09	\$32,965.50	\$926.42	\$26,372.40	\$926.42
12/02/09	10/01/09-10/31/09	\$50,301.50	\$485.51	\$40,241.20	\$485.51
12/17/09	11/01/09-11/30/09	\$29,593.50	\$214.69	\$23,674.80	\$214.69
02/02/10	12/01/09-12/31/09	\$80,158.50	\$535.59	\$64,126.80	\$535.59
02/23/10	01/01/10-01/31/10	\$80,809.50	\$556.77	\$64,647.60	\$556.77
03/31/10	02/01/10-02/28/10	\$96,649.00	\$3,072.97	\$77,319.20	\$3,072.97
04/28/10	03/01/10-03/31/10	\$9,870.50	\$199.07	\$7,824.40	\$199.07
06/02/10	04/01/10-04/30/10	\$2,585.00	\$65.10	\$2,068.00	\$65.10
07/07/10	05/01/10-05/31/10	\$1,876.50	\$74.52	\$1,501.20	\$74.52
08/06/10	06/01/10-06/30/10	\$505.00	\$30.81	\$404.00	\$30.81
09/07/10	07/01/10-07/31/10	\$7,259.00	\$30.67	\$5,807.20	\$30.67
10/13/10	08/01/10-08/31/10	\$4,319.50	\$219.33	\$3,455.60	\$219.33
11/01/10	09/01/10-09/30/10	\$715.50	\$30.49	\$572.40	\$30.49
12/07/10	10/01/10-10/31/10	\$1,019.50	\$30.67	\$1,019.50	\$30.67
01/04/11	11/01/10-11/30/10	\$1,774.50	\$61.62	\$1,774.50	\$61.62

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Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees ⁴	Approved Expenses
02/02/11	12/01/10-12/31/10	\$7,476.50	\$109.54	\$7,476.50	\$109.54
03/07/11	01/01/11-01/31/11	\$16,190.00	\$265.67	\$16,190.00	\$265.67
04/07/11	02/01/11-02/28/11	\$10,759.00	\$84.93	\$10,759.00	\$84.93
04/26/11	03/01/11-03/31/11	\$38,163.00	\$409.84	\$38,163.00	\$409.84
05/18/11	04/01/11-04/30/11	\$37,330.00	\$630.97	\$37,330.00	\$630.97
06/13/11	05/01/11-05/31/11	\$1,789.00	\$0.00	\$1,789.00	\$0.00
7/20/2011	06/01/11-06/30/11	\$803.00	\$34.60	\$803.00	\$34.60
08/22/2001	07/01/11-07/31/11	\$1,894.00	\$169.88	\$1,894.00	\$169.88
09/29/2011	08/01/11-08/31/11	\$10,965.00	\$211.22	\$10,965.00	\$211.22
10/24/2011	09/01/11-09/30/11	\$2,014.00	\$76.19	\$2,014.00	\$76.19
11/11/2011	10/01/11-10/31/11	\$1,692.00	\$47.27	\$1,353.60	\$47.27
12/21/2011	11/01/11-11/30/11	\$2,068.00	\$101.73	\$1,654.40	\$101.73
01/30/2012	12/01/11-12/31/11	\$705.00	\$34.96	\$564.00	\$34.96
03/07/2012	01/01/12-01/31/12	\$6,276.50	\$0.00	Pending	Pending

NR PROFESSIONALS

Name of Professional Individual	Position of the Applicant, Year of Obtaining License to Practice	Hourly Billing Rate	Hours Billed ⁶	Compensation
Orestes Pasparakis	Partner, Year of Call to the Ontario Bar – 1995	\$830.00	1.50	\$1,245.00
Teresa Walsh	Partner, Year of Call to the Ontario Bar – 1996	\$615.00	0.50	\$307.50
Adrienne Glen	Associate, Year of Call to the Ontario Bar - 2009	\$350.00	3.70	\$1,295.00
Vasuda Sinha	Associate, Year of Call to the Ontario Bar – 2008	\$495.00	12.50	\$6,187.50
Penny Adams	Law Clerk, n/a	\$220.00	2.00	\$440.00

⁶ Some professional time that was spent during the Interim Period may be reflected in a subsequent application and some professional time that was spent during the previous Interim Period may be reflected in this Application.

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Total Fees: \$9,475.00
Total Hours: 20.20
Blended Rate: \$469.06

TASK CODE SUMMARY

	Project Category	Billed Hours	Fees Requested
0001	Chapter 11 Proceedings, General Matters	20.20	\$9,475.00
Total		20.20	\$9,475.00

EXPENSE SUMMARY

Invoice No. ● (Chapter 11 Proceedings, General Matters – File No. 01016442-0001)

Description	Timekeeper	Amount
Copies	Vasuda Sinha	\$47.00
Secretarial Overtime	Vasuda Sinha	\$65.00
Process Server Fee	Vasuda Sinha	\$40.00
Filing Fees	Vasuda Sinha	\$127.00

Expense Category	Total Expenses
Copies	\$47.00
Secretarial Overtime	\$65.00
Process Server Fee	\$40.00
Filing Fees	\$127.00
Total	\$279.00

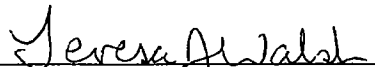
WHEREFORE, NR respectfully requests that (a) an allowance be made to it, as fully described above for (i) 80% of the amount of \$9,475.00 for reasonable and necessary professional services that NR has rendered to the Debtors during the Fee Period (\$7,580.00); and

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(ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by NR during the Fee Period (\$279.00); (b) both fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) this Court grant such further relief as is equitable and just.

Dated: March 14th, 2012

NORTON ROSE CANADA LLP


Teresa J. Walsh LSUC#: 385140
Suite 3800, 200 Bay Street
Royal Bank Plaza, South Tower
Toronto, Ontario, Canada M5J 2Z4
Telephone: (416) 216-4080
Facsimile: (416) 216-3930

Special Counsel for the Debtors and Debtors in
Possession

VERIFICATION

PROVINCE OF ONTARIO :

CITY OF TORONTO :

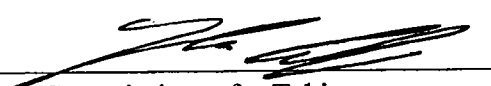
Teresa J. Walsh, after being duly sworn according to law, deposes and says:

(a) I am a partner with the law firm of Norton Rose Canada LLP ("NR").

(b) I am familiar with the legal services rendered by NR as special counsel to the Debtor and Debtors in Possession by the lawyers and paraprofessionals of NR.

(c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I submit that I have been duly advised by our agent James O'Neill with the law firm of Pachulski, Stang, Ziehl & Jones LLP that the Application substantially complies with Local Bankruptcy Rules for the District of Delaware.

SWORN AND SUBSCRIBED before
me this 14th day of March, 2012.


A Commissioner for Taking
Affidavits

ILANA C. SCHNAGER


Teresa J. Walsh

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)

W. R. GRACE & CO., et al.¹) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)

Objection Date: April 4, 2012

Hearing Deadline: to be scheduled, if necessary

**FEE DETAIL FOR NORTON ROSE CANADA LLP'S SIXTY-SECOND MONTHLY
FEE APPLICATION FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL FOR
THE DEBTORS AND DEBTORS-IN-POSSESSION
FOR THE PERIOD FROM FEBRUARY 1, 2012 THROUGH FEBRUARY 29, 2012**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food' N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a. British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

NORTON ROSE

Barristers & Solicitors / Patent & Trade-mark Agents

Norton Rose Canada LLP
 Royal Bank Plaza, South Tower, Suite 3800
 200 Bay Street, P.O. Box 84
 Toronto, Ontario M5J 2Z4 CANADA

T: +1 416.216.4000
 F: +1 416.216.3930
 toronto@nortonrose.com
 nortonrose.com

On January 1, 2012, Macleod Dixon joined
 Norton Rose OR to create Norton Rose Canada.

INVOICE

Invoice Number: 1151540
 Date: March 7, 2012
 Client: W.R. GRACE & CO.
 RE: Chapter 11 Proceedings, General Matters
 Matter No.: 01016442-0001

100035

W.R. GRACE & CO.
 7500 Grace Drive
 Columbia, Maryland 21044
 U.S.A.

GST: R111340006

Attention: Richard C. Finke
 Assistant General Counsel-Litigation

For professional services rendered and disbursements incurred for the period ending February 29, 2012.	
FEES	\$9,475.00
DISBURSEMENTS (Taxable)	0.00
DISBURSEMENTS (Non Taxable)	279.00
NET	\$9,754.00
GST	0.00
TOTAL FOR THIS INVOICE	\$9,754.00
TOTAL IN US FUNDS	\$9,953.06

Payable upon receipt

Banking information for wire transfer
 RBC Financial Group, Main Branch, Royal Bank Plaza
 Toronto, Ontario, CANADA
 Bank 003, Transit 00002, Acc. No. 106-030-0
 Swift Code # ROYCCAT2
 Include invoice number on transfer order



W.R. GRACE & CO.

01016442-0001

RE: Chapter 11 Proceedings, General Matters

FEE DETAIL

Date	Timekeeper	Description	Hours	Amount
2/2/12	Adrienne Glen	Reviewed memorandum opinion from Judge Buckwater.	2.20	\$770.00
3/2/12	Vasuda Sinha	Reviewing memorandum opinion of U.S. District Court (3.0); considering issues for Canadian stay of proceedings (0.7).	3.70	\$1,831.50
6/2/12	Adrienne Glen	Correspondence regarding U.S. order and report (0.2); reviewing revised report (0.4); reviewing comments on report (0.2)	0.80	\$280.00
6/2/12	Orestes Pasparakis	Reviewing materials.	0.60	\$498.00
6/2/12	Vasuda Sinha	Further revisions to materials for stay extension motion (1.0); reviewing U.S. proceeding materials (0.8).	1.80	\$891.00
7/2/12	Vasuda Sinha	Drafting and further revisions to materials for stay extension motion (1.3); attending to service of same (0.2).	1.50	\$742.50
7/2/12	Adrienne Glen	Reviewing report per changes by Richard Finke (0.3); reviewing for filing and services purposes (0.4).	0.70	\$245.00
9/2/12	Vasuda Sinha	Reviewing Plan documents for stay extension motion.	0.80	\$396.00
13/2/12	Vasuda Sinha	Reviewing Plan documents for stay extension hearing.	0.40	\$198.00
14/2/12	Orestes Pasparakis	Preparing for Court.	0.60	\$498.00
14/2/12	Vasuda Sinha	Preparing for stay extension hearing.	1.00	\$495.00
15/2/12	Vasuda Sinha	Preparation for, attendance at and follow-up from Stay Extension hearing.	3.30	\$1,633.50
15/2/12	Orestes Pasparakis	Follow-up regarding court.	0.30	\$249.00
21/2/12	Teresa Walsh	Reviewing Fee Auditor's Combined Final Report for Fee Applications with De Minimis or No Fee or Expense Issues for the 42nd Interim Period (0.1); forwarding report to P. Adams (0.1).	0.20	\$123.00
23/2/12	Penny Adams	Drafting 20th Quarterly Interim Fee Application (1.0).	1.00	\$220.00

INVOICE: 1151540



W.R. GRACE & CO.

01016442-0001

RE: Chapter 11 Proceedings, General Matters

Date	Timekeeper	Description	Hours	Amount
24/2/12	Penny Adams	Reviewing and revising the 20th Quarterly Interim Fee Application (0.30); correspondence with R. Finke regarding same (0.20).	0.50	\$110.00
27/2/12	Teresa Walsh	Reviewing and swearing of 12th Quarterly Interim Fee Application.	0.30	\$184.50
28/2/12	Penny Adams	Correspondence with the fee auditor and others with respect to the 20th Quarterly Interim Fee Application (0.50).	0.50	\$110.00
TOTAL FEES				\$9,475.00

DISBURSEMENTS - NON TAXABLE

Copies	47.00
Overtime - Secretarial	65.00
Process server fee	40.00
Filing fees	127.00
	\$279.00

INVOICE: 1151540